

RECORDATION NO. 23293-B FILED

ALVORD AND ALVORD

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DEC 28 '00 19-05 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 27, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement (GATX Trust No. 2000-2), dated as of December 28, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Equipment Lease Agreement (GATX Trust No. 2000-2) which is being filed with the Board under Recordation Number 23293.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19801

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed documents is:

Three hundred and eighty (380) railcars within the following three series, each inclusive: BNSF 211333 – BNSF 211432 (100 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

A short summary of the document to appear in the index is:

Memorandum Of Lease Supplement No. 1 (GATX Trust No. 2000-2), dated as of December 28, 2000, between State Street Bank and Trust Company of Connecticut, National Association, Lessor, and GATX Third Aircraft Corporation, Lessee, covering three hundred and eighty (380) railcars within the following three series, each inclusive: BNSF 211333 – BNSF 211432 (100 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

RECORDATION NO. 23293-13 FILED

DEC 28 '00 9-05 AM

Document No. 1.4

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF
TRUST INDENTURE AND SECURITY AGREEMENT
(GATX Trust No. 2000-2)

This Memorandum of Trust Indenture and Security Agreement (GATX Trust No. 2000-2) (this "Memorandum"), dated December 28, 2000 is by and between State Street Bank and Trust Company of Connecticut, National Association, a national banking association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee (the "Owner Trustee"), and Wilmington Trust Company, a Delaware corporation, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

The Owner Trustee and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (GATX Trust No. 2000-2), dated as of December 28, 2000 (the "Trust Indenture"), to provide, among other things, for the grant of a security interest by the Owner Trustee to the Indenture Trustee in the following, other than Excepted Property:

- (1) the Lease, including, without limitation, all amounts of Basic Rent, Supplemental Rent, insurance proceeds and other payments of any kind for or with respect to the Equipment, subject to Lessee's rights under the Lease, including, without limitation, Lessee's right of quiet enjoyment;
- (2) the Equipment listed on Exhibit A attached to the Memorandum of Trust Indenture Supplement No. 1 (GATX Trust No. 2000-2), dated December 28, 2000 which is being filed with the Surface Transportation Board concurrently herewith, the Replacement Units and all substitutions therefor in which the Owner Trustee shall from time to time acquire an interest under the Lease;
- (3) all requisition proceeds with respect to the Equipment or any Unit thereof (to the extent of the Owner Trustee's interest therein pursuant to the terms of the Lease);
- (4) all monies and securities now or hereafter paid or deposited or required to be paid or deposited with the Indenture Trustee pursuant to any term of the Trust Indenture, the Lease or the Participation Agreement or required to be held by the Indenture Trustee hereunder or thereunder;
- (5) the Guaranty, including without limitation, the present and continuing right to make a claim for, collect, receive and make receipt for any and all payments under the Guaranty;

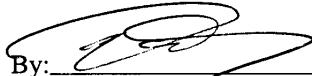
- (6) the Initial Subleases and the Initial Sublease Assignment Agreement; and
- (7) all proceeds of the foregoing.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in ~~Appendix A~~ to the Trust Indenture on file with Wilmington Trust Company, or its successor indenture trustee.

* * *

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee



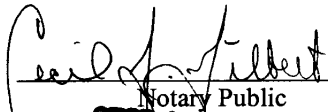
By: _____
Name: **DONALD E. SMITH**
Title: **VICE PRESIDENT**

WILMINGTON TRUST COMPANY,
Indenture Trustee

By: _____
Name: _____
Title: _____

Commonwealth
STATE OF MASSACHUSETTS)
) SS:
COUNTY OF SUFFOLK)

On this 2nd day of December, 2000 before me personally appeared DONALD E. SMITH,
to me personally known, who being duly sworn, says that he/she is the VICE PRESIDENT of
State Street Bank and Trust Company of Connecticut, National Association, not in its individual
capacity except as expressly provided herein but solely as Owner Trustee, that said instrument
was signed on behalf of said corporation by authority of its Board of Directors; and he/she
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.


Notary Public
CECELIA GIESSE
Notary Public
My Commission Expires July 12, 2002

My commission expires: _____

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this ____ day of December, 2000 before me personally appeared _____,
to me personally known, who being duly sworn, says that he/she is the _____ of
Wilmington Trust Company, that said instrument was signed on behalf of said corporation by
authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Notary Public

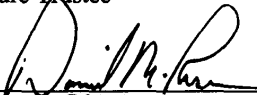
My commission expires: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee

By: _____
Name: _____
Title: _____

WILMINGTON TRUST COMPANY,
Indenture Trustee

By:  _____
Name: **DANIEL M. RESER**
Title: **VICE PRESIDENT**

STATE OF _____)
) SS:
COUNTY OF _____)

On this ____ day of December, 2000 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF CALIFORNIA)
) SS:
COUNTY OF LOS ANGELES)

On this 22nd day of December, 2000 before me personally appeared DANIEL M. RESEN to me personally known, who being duly sworn, says that he/~~she~~ is the VICE PRESIDENT of Wilmington Trust Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: 07/31/04